

CERTIFIED DENTAL ASSISTANTS OF BRITISH COLUMBIA

Incorporated August 4, 1998

Society No: S-38660

CONSTITUTION AND BYLAWS

Office Consolidation

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CERTIFIED DENTAL ASSISTANTS OF BRITISH COLUMBIA

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This society is a member-funded society. It is funded primarily by its members to carry on activities for the benefit of its members. On its liquidation or dissolution, this society may distribute its money and other property to its members.

CONSTITUTION

- Name** I. The name of the Society shall be Certified Dental Assistants of British Columbia.
- Purpose** II. The purpose of the Society is to advocate and promote educational and professional standards for certified dental assistants; and, to be the voice of certified dental assistants in all forums. The Society will provide leadership; act as a communication vehicle and foster camaraderie amongst the Members.
1. To increase the professional profile of certified dental assistants.
 2. To develop within the dental community, the government and the public, a recognition and appreciation for the specific skills that certified dental assistants may legally practise in the province of British Columbia.
 3. To develop within the dental community, the government, and the public a recognition and appreciation for the value of the contribution of certified dental assistants to the provision of dental care in the province of British Columbia.
 4. To promote quality continuing education opportunities for certified dental assistants that are relevant, accessible, and economical. Also, to assist certified dental assistants who are re-entering the work force.
 5. To facilitate certified dental assistants in exercising the appropriate degree of autonomy over their profession, while working in collaboration with allied dental professionals.
 6. To advocate for certified dental assistants, so that they are assessed a fair and equitable registration and licence fee.
 7. To expand the number of certified dental assistants involved in committee activity in order to develop an increased level of professional awareness; sense of pride; and, unity and ownership in their profession.
 8. Liaise with the Canadian Dental Assistants' Association.

BYLAWS

Part 1 - Interpretation

- 1.1** In the constitution and these bylaws,
- a) “Act” means the Society Act and any amendments thereto,
 - b) “AGM” means an annual general meeting,
 - c) “Association” means Certified Dental Assistants of British Columbia,
 - d) “Board” means the directors of the Association, acting as a body,
 - e) “CDA” means a certified dental assistant, Registered and in good standing with the College,
 - f) “CDAA” means Canadian Dental Assistants’ Association,
 - g) “College” means College of Dental Surgeons of British Columbia,
 - h) “director” means a director of the Association,
 - i) “general meeting” includes an AGM and a special general meeting,
 - j) “Member” means a member of the Association,
 - k) “Registered” means a CDA who is on the register of the College, whether practicing or non-practicing,
 - l) “registered address” means a Member’s address as recorded in the Register of Members,
 - m) “written” means any mode of representing or reproducing words in written form, including printing, lithography, typewriting, photography, e-mail, fax and other electronic means,
 - n) “constitution”, “bylaws”, “special resolution” and “ordinary resolution” have the meanings given to them in the Act, and
 - o) the singular includes the plural and vice versa, unless the context requires otherwise.
- 1.2** The definitions in the Act on the date these bylaws become effective apply to these bylaws.
- 1.3** Each member is entitled to and the Association must on request give the member a copy of the constitution and bylaws, without charge.
- 1.4** The constitution and bylaws can only be amended by special resolution.

Part 2 - Membership

- 2.1** The members of the Association are the applicants for incorporation and those persons who subsequently become members in accordance with these bylaws and who, in either case, have not ceased to be members.
- 2.2**
- 1) A member must support the purposes of the Association.
 - 2) There are four categories of Member – Active, Student, Associate, and Honourary.
 - 3) An Active Member must be a CDA. An Active Member in good standing has the rights to vote and to stand for election as a director.

4) A Student Member must be enrolled in a program in Canada leading to Registration as a CDA. A Student Member cannot vote or be a director.

5) An Associate Member is a person who supports the purposes of the Association. An Associate Member cannot vote or be a director.

6) An Honourary Member is appointed for life by resolution of the Board, for extraordinary service to the Association, dental assistants in British Columbia, or both. An Honourary Member cannot vote or be a director, but an Honourary Member who immediately prior to appointment was an Active Member may continue to vote.

2.3 1) A person may apply to become a Member, and on acceptance by the Board and payment of membership dues becomes a Member.

2) The Board may in its sole discretion accept, postpone, or refuse an application for membership, and determine the category an applicant is eligible for.

3) Except where determined by the Act or the bylaws, the privileges and responsibilities of members must be determined by resolution of the Board.

4) Subject to a resolution of the Board, a membership may be renewed at a general meeting.

2.4 An application for membership must:

a) be in writing and in a form approved by the Board,

b) include the full name, address, e-mail address, and telephone numbers of the applicant,

c) provide such other information as the Board may reasonably require, including proof where applicable that the applicant is a CDA,

d) in the case of an applicant that is a corporation or association, appoint an authorized representative, who has the rights to speak and vote on behalf of that member, and in all other respects exercise the rights of the member, and who must be considered as a member for all purposes with respect to a meeting of the Association, and

e) include annual membership dues.

2.5 1) Membership is not transferable.

2) Membership must be renewed annually.

3) The Association must send a membership renewal notice to all members on a date determined by the Board, but not less than 30 days before a membership expires.

4) A member who is renewing must comply with bylaws 2.2, 2.3 and 2.4.

2.6 1) The Board must determine:

a) the amount of annual membership dues payable by Members of each category, and the date for their payment, and

b) any special levies that may be assessed, and the amount of such levies that will be assessed against Members of each category.

2) An Honourary Member is exempt from payment of annual membership dues or special levies.

2.7 Every member and director must comply with:

- a) the Act,
- b) the constitution and bylaws,
- c) all policies, procedures, rules, regulations and resolutions enacted by the Board, and
- d) any rules of order governing the conduct of general meetings and of meetings of the Board.

2.8 1) A member ceases to be a member on:

- a) in the case of an Active Member, ceasing to be a CDA,
- b) delivering a written resignation to the Association,
- c) death,
- d) having been a member not in good standing for 30 days, or
- e) being expelled.

2) An Active Member whose Registration is suspended by the College is not eligible to vote or hold office during the term of the suspension.

2.9 A Member becomes a Member not in good standing on:

- a) failing to pay a debt due and owing to the Association, or
- b) ceasing to be Registered, or if the Member's Registration is suspended by the College, or
- c) failing to pay membership dues by or before the time set for their payment by the Board.

2.10 1) A member may be expelled by special resolution.

2) The notice of a special resolution for expulsion must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

3) A member who is the subject of a proposed special resolution for expulsion must be given an opportunity to be heard at the general meeting before the resolution is put to a vote.

2.11 1) A Member may be expelled or suspended by resolution of the Board, for conduct contrary to the objects of the Association, or conduct unbecoming a professional.

2) Not less than two-thirds of the directors then in office must vote in favour of a resolution to expel or suspend a Member.

3) The notice of resolution for expulsion or suspension must be accompanied by a brief statement of the reason or reasons for the proposed expulsion.

4) A Member who is the subject of a proposed resolution for expulsion or suspension must be given an opportunity to be heard by the Board before the resolution is put to a vote.

5) A resolution under this bylaw may be reversed by special resolution.

Part 3 - Meetings of Members

3.1 1) General meetings must be held at the time and place, in accordance with the Act and these bylaws, that the Board decides.

- 2) An AGM must be held in each calendar year.
 - 3) Every general meeting, other than an AGM, is a special general meeting.
- 3.2**
- 1) The Board may, when it thinks fit, convene a special general meeting.
 - 2) The members may convene a general meeting pursuant to section 71 of the Act.

Part 4 - Notices to Members

- 4.1**
- 1) Notice of a general meeting must:
 - a) specify the place, date and hour of meeting, and in case of special business, the general nature of that business,
 - b) include any special resolution to be proposed at the meeting, and
 - c) be given not less than 14 days before the meeting.
 - 2) The accidental omission to give notice of a general meeting to, or the non-receipt of notice by, any of the members entitled to receive notice does not invalidate proceedings at that meeting.
- 4.2**
- 1) Notice of a general meeting must be given to:
 - a) every member shown on the register of members on the day notice is given, and
 - b) the auditor, if any.
 - 2) No other person is entitled to receive a notice of general meeting.
- 4.3**
- A notice may be given to a member either personally, by mail, or by e-mail or other electronic means to the member at the member's address, or e-mail address, as shown in the register of members.
- 4.4**
- A member must promptly and in writing notify the Association of any change in the member's name, home address, e-mail address, authorize representative, or telephone numbers.
- 4.5**
- 1) A notice sent by mail from the Association's business office is deemed to have been received:
 - a) two days after being mailed, if to an address in Greater Vancouver Regional District, or
 - b) five days after being mailed, if to any other address.
 - 2) A notice sent by fax or e-mail is deemed to have been received 24 hours after being sent.

Part 5 - Proceedings at General Meetings

- 5.1**
- 1) The business at an AGM is:
 - a) the adoption of the agenda,
 - b) the adoption of rules of order, if required,
 - c) minutes of the last AGM,
 - d) the report of the Board,
 - e) consideration of the financial statements,
 - f) the report of the auditor, if any,

- g) appointment of the auditor, if any,
 - h) election of directors,
 - i) resolutions, if any, and
 - j) the other business that, under these bylaws, ought to be transacted at an AGM, or business which is brought under consideration by the report of the Board issued with the notice convening the meeting.
- 2) The business at a special general meeting is limited to:
- a) adoption of rules of order, if required, and
 - b) that set out in a requisition under bylaw 3.2 (2), if applicable, and
 - c) that set by the Board under bylaw 3.2 (1).
- 5.2** 1) Quorum at a general meeting is six Active Members present at all times.
- 2) No business, other than the election of a chair and the adjournment or termination of the meeting, can be conducted at a general meeting at a time when a quorum is not present.
- 3) If during a general meeting a quorum ceases to be present, business then in progress must be suspended until there is a quorum present or until the meeting is adjourned or terminated.
- 5.3** If within 30 minutes from the time appointed for a general meeting a quorum is not present, the meeting, if convened on the requisition of members, must be terminated, but in any other case, it stands adjourned to a time and place determined by the Board, but not more than fourteen days later. If, at the adjourned meeting, a quorum is not present within 30 minutes from the time appointed for the meeting, the members present constitute a quorum. Notice of a meeting adjourned under this bylaw need not be given to members not present.
- 5.4** 1) A general meeting may be adjourned from time to time and from place to place, but no business may be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.
- 2) When a general meeting is adjourned for fourteen days or more, notice of the adjourned meeting must be given as for the original meeting.
- 3) Except as provided in this bylaw, it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned general meeting.
- 5.5** 1) The President must chair each general meeting. If the President is not present, able, or willing to be chair, then the President-Elect must chair the meeting. If neither the President nor the President-Elect is present, able or willing to be chair, then the meeting must elect one of the other directors who is present to chair the meeting.
- 2) If none of the directors is present, or able or willing to chair a general meeting, then the members present must elect a member to be chair.
- 5.6** 1) A question, resolution or motion proposed at a general meeting must be seconded, and the chair may move or propose a resolution.
- 2) In the case of an equality of votes at a general meeting, the chair does not have a casting or second vote in addition to the vote to which the chair is entitled to as a member, and the resolution fails.

- 5.7** 1) A resolution, question or motion arising at a general meeting must be decided by a majority of votes, except where otherwise required.
- 2) Voting is by show of hands, except:
- a) where otherwise required, or
 - b) when a secret ballot is requested before a vote is taken, by a majority of members present, on a show of hands.
- 3) An Active Member, and an Honourary Member as set out in bylaw 2.2 (6), have the right to vote. A Student or an Associate Member does not have the right to vote.
- 4) Proxy voting is prohibited.
- 5.8** Subject to the Act and these bylaws, a general meeting may adopt rules of order, but if it does not do so, then the most recent edition of Robert's Rules of Order must be used.

Part 6 - Board and Officers

- 6.1** 1) The Board may exercise all the powers of the Association, and do all the things that the Association may do, subject to
- a) the constitution and these bylaws,
 - b) all laws affecting the Association, and
 - c) rules, not being inconsistent with these bylaws, which may be made from time to time by the Association in general meeting.
- 2) No rule made by the Association in general meeting invalidates a prior act of the Board that would have been valid if that rule had not been made.
- 6.2** 1) There must be not fewer than five and not greater than eleven directors, including the President and President-Elect.
- 2) A director has a normal term of office of two years, beginning on April 1, and ending on March 31 two years later. The term of office of a director continues until its end, notwithstanding any change in the number of directors.
- 3) One half of the directors must be elected at the time of election, so that at the close of the election:
- a) One-half of the directors, or so nearly to one-half as is reasonably practicable, have remaining terms of two years, and
 - b) One-half of the directors, or so nearly to one-half as is reasonably practicable, have a remaining term of one year.
- A director may be elected to a term of one year so as to enable compliance with this bylaw.
- 4) The President and President-Elect have a normal term of office of one year, must be elected from amongst the directors immediately following the election, and may be re-elected. So far as is reasonably practicable, the President-Elect must become President on the President ceasing to hold that office.
- 5) In an election, every Active Member in good standing has a number of votes equal to the number of vacancies.
- 6) If the number of candidates is fewer than or equal to the number of vacancies, the candidates must be declared elected and an election need not be held.

- 7) A candidate for election as a director must:
- a) be an Active Member in good standing,
 - b) be nominated by two Active Members in good standing, and
 - c) accept the nomination, in writing.
- 6.3** A director ceases to be a director on
- a) ceasing to be an Active Member in good standing;
 - b) the end of the director's term of office, unless the director is re-elected;
 - c) resigning in writing;
 - d) death;
 - e) becoming unable to perform the duties of a director due to physical or mental disability, or
 - f) failing to attend three consecutive meetings of the Board without the consent of the Board.
- 6.4** The members may, by special resolution, remove a director before the expiration of the director's term of office, and may elect a successor to complete the term of office.
- 6.5** 1) The Board may appoint an Active Member in good standing to fill a vacancy in the Board that arises between elections.
- 2) A director so appointed holds office until the end of the term of the person whose position the new director is filling, and may be re-elected.
- 6.6** No act or proceeding of the Board is invalid only by reason that there are fewer directors in office than the number required by bylaw 6.2.

Part 7 - Proceedings of the Board

- 7.1** 1) The Board may meet together at the places it thinks fit to dispatch business, adjourn and otherwise regulate its meetings and proceedings, as it sees fit.
- 2) Quorum at a meeting of the Board is a majority of the directors then in office, but not less than three, present.
- 3) A meeting of the Board may be called by:
- a) the President, or
 - b) any three directors, or
 - c) resolution of the Board.
- 4) Notice of a meeting of the Board is sufficient if properly addressed to every director, and sent by ordinary mail, e-mail or fax. Notice of a meeting of the Board must be given not less than three days before the meeting, unless notice is waived by all directors.
- 7.2** When a meeting of the Board is held immediately following the election or appointment of a director or directors, it is not necessary to give notice of the meeting to the new directors for the meeting to be constituted, if a quorum is present.
- 7.3** The President must chair each meeting of the Board. If the President is not present, able, or willing to be chair, the President-Elect must chair the meeting. If neither the

President nor the President-Elect is present, able or willing to be chair, the meeting must elect one of the directors who is present to chair the meeting.

- 7.4** A director may waive in writing notice of any meeting or meetings of the Board and may at any time withdraw the waiver, and until the waiver is withdrawn:
- a) no notice of meetings of the Board need be sent to that director, and
 - b) all meetings of the Board, notice of which have not been given to that director are, if a quorum is present, deemed to be valid and effective.
- 7.5**
- 1) Except where otherwise required, a question, resolution or motion arising at a meeting of the Board must be decided by a simple majority of the votes.
 - 2) A question, resolution or motion proposed at a meeting of the Board need not be seconded, and the chair of such a meeting may move or propose a resolution.
 - 3) In the case of an equality of votes at a meeting of the Board, the chair does not have a casting or second vote in addition to the vote to which the chair has a right to as a director, and the motion or resolution is defeated.
- 7.6** A resolution in writing, signed by all the directors and placed with the minutes of the Board, is as valid and effective as if regularly passed at a meeting of the Board.
- 7.7**
- 1) The Board may as it thinks fit delegate any, but not all, of its powers to committees, and appoint and dismiss the members and chair of each committee, but at least one director must be a member of each committee. A committee must be established by resolution of the Board setting out the name, members, chair, authority, and responsibility of the committee, and rules governing it.
 - 2) A committee must conform to any rules imposed on it by the Board, and must report every act or thing done in exercise of its powers to the next meeting of the Board held after it has been done.
- 7.8** Subject to the Act and these bylaws, the Board may adopt rules of order, but if it does not do so then the most recent edition of Robert's Rules of Order must be used.

Part 8 – Officers

- 8.1**
- 1) The elected officers are the President, President-Elect, and such others as may be elected by the Board.
 - 2) The term of office of the President and President-Elect is as set under bylaw 6.2 (4).
 - 3) The term of office of any other elected officer is as set by the Board.
 - 4) An elected officer ceases to be an elected officer on:
 - a) the end of the officer's term,
 - b) ceasing to be a director,
 - c) resigning in writing,
 - d) failing to attend three consecutive meetings of the Board without the consent of the Board, which consent must not be unreasonably withheld, or
 - e) being dismissed by a resolution of which a majority of the directors are in favour.
 - 4) The Board may appoint another director to take the place of an elected officer who ceases to hold office between elections, for the remainder of the officer's term.

5) The Board may appoint such other officers from amongst the directors as it deems necessary, and determine their titles, authority, and responsibilities.

8.2 1) The President, President-Elect, and any other elected officers make up the Executive Committee.

2) The Executive Committee must:

- a) hold such responsibility and authority, and undertake such duties, as are required by the Board,
- b) manage or supervise the management of the affairs of the Association between Board meetings,
- c) meet at least four times each year, and
- d) report regularly to the Board.

3) Quorum at a meeting of the Executive Committee is two members present.

8.3 The President:

- a) must supervise the other officers in the execution of their duties,
- b) must chair all meetings of the Board and all general meetings,
- c) must speak on behalf of the Association to the public, governments, and the news media, and
- d) has the powers and duties generally pertaining to the office of President, subject to any restrictions imposed by the Board.

8.4 The President-Elect must:

- a) in the President's absence or disability, perform the duties of the President, and
- b) perform such other duties as the Board directs.

8.5 The Board, or a person appointed by the Board, must:

- a) issue notices and keep minutes of meetings of the Association and the Board,
- b) have custody of all records and documents of the Association,
- c) have custody of the common seal of the Association,
- d) maintain the register of members,
- e) keep the financial records, including books of account, necessary to comply with the Act, and
- f) render financial statements to the Board, Members, and others when required.

Part 9 – Finance

9.1 1) In order to carry out the purposes of the Association the Board may, on behalf of and in the name of the Association, raise or secure the payment or repayment of money in such manner as it decides and in particular but without limiting the generality of the foregoing, by the issue of debentures.

2) A debenture or mortgage must not be issued unless it has been approved by a special resolution.

- 3) The members may by special resolution restrict the borrowing powers of the Board, but a restriction so imposed expires at the next AGM.
- 9.2** The Association must invest its funds only as permitted under the provisions of the Trustee Act respecting the investment of trust property by a trustee.
- 9.3** Subject to the Personal Information Protection Act and any other applicable law, the:
- a) financial statements, Board and members' minutes, and register of members may be inspected by a member, on reasonable notice,
 - b) other documents of the Association, including its accounting records, may be inspected by a member on reasonable notice, subject to a resolution of the Board, and
 - c) documents of the Association, including its accounting records, must be open to the inspection of a director, subject only to laws requiring otherwise.
- 9.4** The Board must determine, by resolution:
- a) the signing officers of the Association, and their authority, and
 - b) the fiscal year of the Association.
- 9.5** 1) The Board may provide a common seal for the Association and may destroy a seal and substitute a new seal in its place.
- 2) The seal must be kept at the head office of the Association.

Part 10 – Auditor

- 10.1** This Part applies only where the Association is required or has resolved to have an auditor.
- 10.2** At each AGM the Association may appoint an auditor to hold office until the auditor is re-elected or a successor is elected at the next AGM, and determine the terms of engagement of the auditor.
- 10.3** An auditor may be removed by ordinary resolution.
- 10.4** An auditor must be promptly informed in writing of appointment or removal.
- 10.5** The auditor must not be a director or employee of the Association.
- 10.6** The auditor may attend general meetings.
- 10.7** The Board must fill all vacancies arising in the office of auditor between AGMs.

Part 11 - Beneficiaries

- 11.1** The operations of the Society shall be carried on exclusively for purposes and objectives of the Society, and no Member or Director shall accrue benefit other than those who may be hired by the Society, with Board approval, as employees. [*This provision was previously unalterable.*]

Part 12 - Winding Up

- 12.1** In the event that the Society shall be wound up or liquidated in accordance with the provisions of the Society Act of British Columbia, assets and property, real or personal, held by the Society, shall be disbursed by a resolution of the Members. [*This provision was previously unalterable.*]